DISTRICT COURT, CITY AND COUNTY OF DENVER, COLORADO 1437 Bannock Street Denver, Colorado 80202 THE STATE OF COLORADO, ex rel. John W. Suthers, Attorney General,	
Plaintiff,	
v.	
DONALD STERLING WHITLOCK and ERIN REESE WHITLOCK, individuals, jointly and severally; AXA PRIVATE EQUITY, LLC; AXA PRIVATE EQUITY HOLDINGS, LLC; GLOBAL HIGH YIELD FUND II, LLC; AIG REAL ESTATE, LLC, AIG REAL ESTATE HOLDINGS, LLC; ALLSTATE REAL ESTATE, LLC; ALLSTATE INVESTMENTS, LLC; ALLSTATE PRIVATE EQUITY, LLC; ALLIANZ US SHORT TERM FUND III, LLC; GE CAPITAL REAL ESTATE, LLC; and GE REAL ESTATE HOLDINGS, LLC, Colorado limited liability companies.	
Defendants.	△ COURT USE ONLY △
	Case No.: 0 9 C V 1 1 3 3 1 Ctrm:
TEMPORARY RESTRAINING ORDER	

The Court, having reviewed the Complaint, Plaintiff's Motion for Temporary Restraining Order and Preliminary Injunction, the supporting Investigator Affidavit appended to the Motion, and being fully advised in the premises,

FINDS that a temporary restraining order should be entered against Defendants, including against Defendant Donald Whitlock and against Defendant Erin Whitlock, for the following reasons:

1. This Court has jurisdiction in the matter presented herein by virtue of Colo. Rev. Stat. § 6-1-110(1) (2009) and Rule 65, C.R.C.P.

- 2. This Court is expressly authorized to issue a temporary restraining order to enjoin ongoing violations of the Colorado Consumer Protection Act ("CCPA") by Colo. Rev. Stat. § 6-1-110(1) (2009):
 - (1) Whenever the attorney general or a district attorney has cause to believe that a person has engaged in or is engaging in any deceptive trade practice listed in section 6-1-105 or part 7 of this article, the attorney general or district attorney may apply for and obtain, in an action in the appropriate district court of this state, a temporary restraining order or injunction, or both, pursuant to the Colorado rules of civil procedure, prohibiting such person from continuing such practices, or engaging therein, or doing any act in furtherance thereof. The court may make such orders or judgments as may be necessary to prevent the use or employment by such person of any such deceptive trade practice or which may be necessary to completely compensate or restore to the original position of any person injured by means of any such practice or to prevent any unjust enrichment by any person through the use or employment of any deceptive trade practice.

Colo. Rev. Stat. § 6-1-110(1) (2009).

- 3. Plaintiff, through its Complaint and its Motion for Temporary Restraining Order and Preliminary Injunction supported by affidavits, has established to this Court probable cause that:
- 4. Defendants have violated the Colorado Consumer Protection Act, Colo. Rev. Stat. §§ 6-1-101 through -115 (2009) by committing unlawful practices, including fraud and deception in connection with the formation and use of fraudulent limited liability companies.
- Under Colorado law, the State of Colorado has shown that Defendants' deceptive practices are injurious to the public and that continued violations, if not enjoined, will cause immediate and irreparable injury. Immediate and irreparable injury to additional consumers will occur without a temporary restraining order and preliminary injunction because Defendants will continue to obtain money from consumers by deceptive and misleading representations and continue to steal and misuse identities. *Baseline Farms Two, LLP v. Hennings*, 26 P.3d 1209, 1212 (Colo. App. 2001); *Lloyd A. Fry Roofing Co. v. State Department of Air Pollution*, 191 Colo. 463, 553 P.2d 200 (1976); *Rathke v. MacFarlane*, 648 P.2d 648 (Colo. 1982).
- 6. Defendants will suffer no undue hardship by the entry of a temporary restraining order or preliminary injunction because Defendants have no right to continue to engage in unlawful and deceptive trade practices in the State of Colorado, or to collect money from consumers as a result of such unlawful and deceptive conduct in violation of the CCPA. Further, Defendants have no right to unjustly benefit from such deceptive trade practices. Without an

injunction, Plaintiff will be unable to adequately protect the public from Defendants' ongoing unlawful activities.

- 7. C.R.C.P. 65(b) allows the entry of a temporary restraining order without written or oral notice to Defendants if it clearly appears from the facts shown by affidavit that immediate and irreparable injury, loss or damage will result from giving said notice. In view of the continuing and serious harm to consumers as outlined in the accompanying affidavit the entry of a temporary restraining order without notice to Defendants is necessary and appropriate.
- 8. Notice to Defendants of this Temporary Restraining Order would have the detrimental effect of giving Defendants time to liquidate their bank accounts and displace consumer information and other evidence of the unlawful transactions.
- 9. Pursuant to Rule 65(c) C.R.C.P., Plaintiff is not required to provide a security bond.
- 10. The Court shall set a date for an evidentiary hearing within 10 calendar days following the Court's Order regarding Plaintiff's Motion for Temporary Restraining Order and Preliminary Injunction.

IT IS HEREBY ORDERED PURSUANT TO § 6-1-110(1) AS FOLLOWS:

The above-named Defendants, including Defendant Donald Whitlock and Defendant Erin Whitlock, and any other persons under their control or in active concert or participation with Defendants who receive actual notice of this Court's Order are ENJOINED:

- (a) From soliciting or accepting payment for any services of any kind in connection with any limited liability company organized under Colorado law.
- (b) From using any of the defendant limited liability companies for any purpose:

Defendant Donald Whitlock and Defendant Erin Whitlock must immediately:

Deactivate any and all Internet sites, domain names, URL addresses and registrations, any other Internet registration, and any other forms or materials that advertise or solicit any business associated with any limited liability company organized under Colorado law.

Freezing of Bank and Financial Accounts

In view of Defendant Donald Whitlock's and Defendant Erin Whitlock's fraudulent and deceptive practices perpetrated in Colorado and other states, it is necessary and appropriate for the Court to freeze any bank and other financial accounts owned or established by Defendant Donald Whitlock and Defendant Erin Whitlock into which consumer funds have been deposited

or subsequently transferred by either Donald Whitlock or Erin Whitlock. Thus, it is necessary and appropriate that Defendant Donald Whitlock and Defendant Erin Whitlock are enjoined:

- a. From withdrawing, transferring or otherwise encumbering any funds from any account, including but not limited to those accounts in Defendant Donald Whitlock's and Defendant Erin Whitlock's names—either individual or joint—and those accounts set up in the names of stolen identities, at any financial institution into which Defendant Donald Whitlock or Defendant Erin Whitlock deposited or transferred money received from consumers as a result of the deceptive and fraudulent trade practices;
- b. From negotiating any checks, money orders, wire transfers, drafts, or other negotiable instruments received by Defendant Donald Whitlock or Defendant Erin Whitlock, or any of their aliases, as a result of the deceptive and fraudulent trade practices;
- c. From spending, concealing, transferring, giving away, or disposing of any monies received by Defendant Donald Whitlock and Defendant Erin Whitlock as a result of the deceptive and fraudulent trade practices; and
- d. From transferring, concealing, giving away, or disposing of any property, including stock, shares, equity, real property, or personal property obtained by Defendant Donald Whitlock and Defendant Erin Whitlock as a result of money from the deceptive and fraudulent trade practices.
- e. This Court further orders that Defendant Donald Whitlock and Defendant Erin Whitlock immediately disclose to the Colorado Attorney General no later than two (2) days from service the institution name, address, telephone number, and account number of each and every bank and financial account that they have opened since January 1, 2008 through the present, including all accounts opened under aliases and other identities, and must provide access to those accounts to the Colorado Attorney General so that an accounting can be performed of such accounts.

The provisions above apply, but are not limited to, accounts at the following banking institutions associated with Defendants: Branch Banking and Trust in North Carolina and Wachovia Bank in Florida; and any Bank of America account and MetaBank account set up by Defendant Donald Whitlock or Defendant Erin Whitlock in their name, in the name of any of the limited liability Defendants, or in the name of any alias or stolen identity.

If the State of Colorado finds any additional financial accounts owned or set up by Defendant Donald Whitlock or Defendant Erin Whitlock, in their names or in the names of stolen identities or aliases, this Order shall apply to those accounts as well.

Impoundment

It is further necessary and appropriate to issue an Order that the Attorney General may impound pursuant to C.R.S. § 6-1-107(1)(e) any and all computers and files and all banking and financial records related to or belonging to Donald Whitlock and Erin Whitlock in order to assess consumer harm and completely compensate or restore to the original position any and all consumers injured by Defendant Donald Whitlock's and Defendant Erin Whitlock's deceptive and fraudulent practices.

ENTERED this day of December, 2009, at 2:30 o'clock. This Order shall expire within ten (10) calendar days of its entry on became at 2:30 o'clock unless otherwise directed by the Court.

BY THE COURT:

District Court Judge